

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

CLAIRCOM COMMUNICATIONS GROUP, INC.

File number C 109015

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CLAIRCOM COMMUNICATIONS GROUP, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CLAIRCOM COMMUNICATIONS GROUP, INC. to transact business in this State under the name CLAIRCOM COMMUNICATIONS GROUP, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 12, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sikel*

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SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Chicoma Communications Group, Inc.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 10/21/93 and the period of its duration, if other than perpetual, is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is % to Prentice Hall Corporation System, Inc. 32 Lockerman Square, Suite L-100, Dover DE 19901

6. The address to which correspondence should be addressed, if different than item 5, is _____

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

to ground communications

(Continued on reverse)

Submit applications and certificate of status

Office of the Secretary of State
Division of Corporations

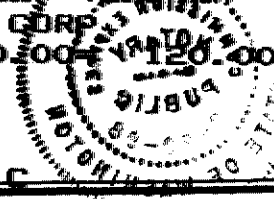
Secretary of State use only

IDaho SECRETARY OF STATE

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See attached list	

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 11/9/94

Claircom Communications Group, Inc
(Corporation name)

By [Signature]
Its President/Vice President (please specify)

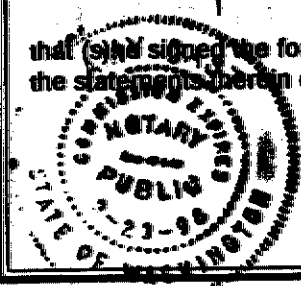
and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF Washington)
COUNTY OF King) ss:

I, Amy Cast, a notary public, do hereby certify that on this 9th day of November, 19 94, personally appeared before

me Ed Harris and Sharon Butcher, who being by me first duly sworn, declared that (s)he and he are the Vice President & Secretary, respectively of Claircom Communications Group, Inc.

that (s)he signed the foregoing documents as Officers of the corporation and that the statements therein contained are true.



Amy Cast by and for the State of Washington
Notary Public my commission expires 2/29/98

Claircom Communications Group, Inc.

OFFICERS

<u>Name & Office</u>	<u>Address</u>
Keith D. Grinstein President	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
David L. Bruner Senior Vice President	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
Edward S. Harris Senior Vice President and Chief Financial Officer	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
David Danaeé Vice President	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
Randy Ottinger Vice President, Consumer Marketing	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
John Beyer Vice President, Managing Director-- Europe and the Middle East	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
J.L. Haarbauer Vice President, Aviation Technical Services	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
Carl Albrecht Vice President, System Operations	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
Tanya Kruger Assistant Vice President and Treasurer	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
Lonnie Muir Assistant Vice President, Marketing	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
Sharon L. Butcher Secretary	700 Fifth Avenue, Suite 2100 Seattle, WA 98104
Cathleen A. Massey Assistant Secretary	1150 Connecticut Avenue, 4th Floor Washington, D.C. 20036
Douglas I. Brandon Assistant Secretary	1150 Connecticut Avenue, 4th Floor Washington, D.C. 20036

DIRECTORS

Bruce R. McCaw

Keith D. Grinstein

Wayne M. Perry

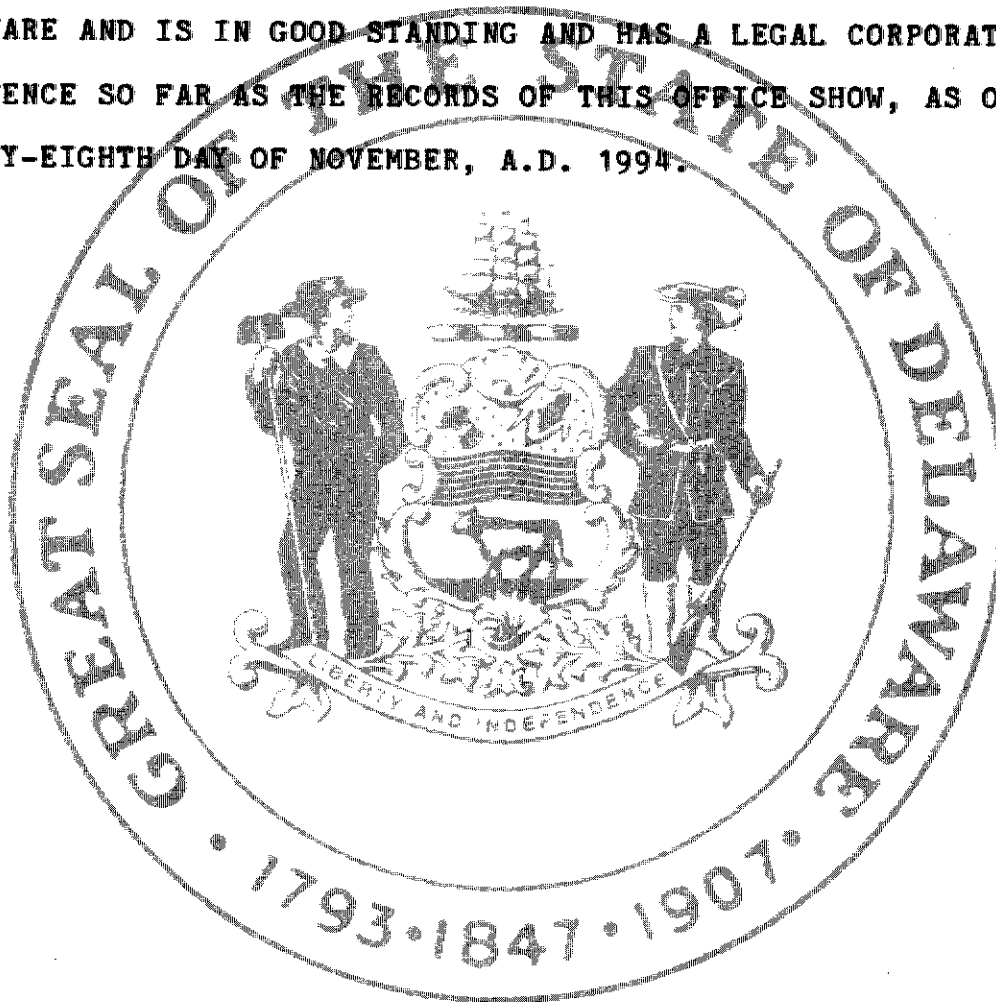
James L. Barksdale

**5400 Carillon Point
Kirkland, WA 98033
700 Fifth Avenue, Suite 2100
Seattle, WA 98104
5400 Carillon Point
Kirkland, WA 98033
5400 Carillon Point
Kirkland, WA 98033**

Office of the Secretary of State

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SECRETARY OF STATEJAN 10 3 45 PM '95
SECRETARY OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLAIRCOM COMMUNICATIONS GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 1994.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7314300

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DATE: 11-28-94